

**CEREBRA INTEGRATED TECHNOLOGIES LIMITED
BANGALORE**

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct shall apply to the Directors and Members of the Senior Management of Cerebra Integrated Technologies Limited (Cerebra). This Code envisages that the Board of Directors of the Company ("Board") and Senior Management Personnel must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law.

The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Officers by the Shareholders of the Company. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day to day functioning. The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by the Listing Agreement.

Directors and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of each financial year (April to March). Cerebra is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company is committed to be a good corporate citizen.

CONFLICTS OF INTEREST

The Directors, officers and employees should avoid 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, they should disclose all facts and circumstances thereof to the Board of Directors or any officer nominated for this purpose by the Board and a prior written approval should be obtained.

PROTECTING COMPANY ASSETS

Protecting the Company's assets is a key responsibility of every employee, agent and contractor. The Company's assets have been employed only for the purpose of conducting the business for which they are authorized. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. The employees, agents and contractors are responsible for the proper use of Company assets and must safeguard such assets

against loss, damage, misuse or theft. Employees, agents or contractors who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action.

INTEGRITY AND HONESTY

The Directors, Officers and Employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct within the Company's premises. They shall act free from misrepresentation, suppression and deception. Their conduct shall conform to the professional standards of conduct.

HEALTH, SAFETY, ENVIRONMENT AND SOCIAL RESPONSIBILITY

The safety of people at the workplace is a primary concern of the Company. Each of us must comply with all applicable health and safety policies. Cerebra maintains compliance with all local laws to help maintain secure and healthy work surroundings.

The Company shall strive to provide a safe and healthy working environment and comply with all regulations regarding the preservation of the environment in and around its manufacturing facilities and other points of operation.

CONFIDENTIALITY

The Directors, Officers and Employees shall maintain the confidentiality of information or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorized. The use of confidential information for personal advantage or profit is also prohibited.

COMPLIANCES

It is the Company's Policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials and to adhere to high ethical, moral and legal standards of business conduct. This Policy includes strict compliance with all local, State, Central and other applicable laws, rules and regulations.

INSIDER TRADING

Obligations under the Indian securities laws apply to everyone as the Company is listed on the BSE Limited and National Stock Exchange of India Limited. In the normal course of business, officers, Directors, employees, agents, contractors and consultants of the Company may come into possession of significant and sensitive information. This information is the property of the Company you have been entrusted with it. You should not profit from it by buying or selling securities yourself. Further, you are not to tip others to enable them to profit or for them to profit on your behalf. The purpose of this Policy is both to inform you of your legal responsibilities and to make clear to you that the misuse of sensitive information is contrary to the Company Policy and applicable Indian securities laws.

SPECIFIC CODE FOR INDEPENDENT DIRECTORS

Schedule IV of the Companies Act, 2013 read with Section 149(8) has specified a Code for Independent Directors.

DISCIPLINARY ACTIONS

All Officers should adhere to the Code of Business Conduct and ethics of the Company. Violations of this Code of ethics will result in a disciplinary action, which may even include termination of services of the employee. The Board of Directors or any person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of ethics.
